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RECORDED  
6481-A  
SEP 4 1975  
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

STATEMENT OF SUBSTITUTED NUMBERS

AND

CONSENT THERETO

BY

CHEMICAL BANK

RELATING

TO

CONDITIONAL SALE AGREEMENT

DATED AS OF JANUARY 1, 1972

BETWEEN

GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION)

AND

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

Dated as of August 1, 1975

STATEMENT OF SUBSTITUTED NUMBERS AND CONSENT

THERETO BY CHEMICAL BANK, a New York banking corporation, as Agent (hereinafter called the Agent), dated as of August 1, 1975.

WHEREAS, pursuant to a Conditional Sale Agreement dated as of January 1, 1972 (hereinafter called the Conditional Sale Agreement), between GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION) (hereinafter called Builder) and THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called Railroad), the Railroad purchased certain railroad equipment (hereinafter called the Equipment) from Builder, the full legal title thereto remaining vested in Builder; and

WHEREAS, pursuant to an Agreement and Assignment dated as of January 1, 1972 (hereinafter called the Assignment), between Builder and the Agent, all the right, title and interest of Builder in and to the Equipment and in and to the Conditional Sale Agreement, and the rights, powers, privileges and remedies of Builder thereunder were assigned, transferred and set over to the Agent, as Agent for certain lenders; and

WHEREAS, on February 1, 1972, the Conditional Sale

Agreement and the Assignment were recorded as a single document pursuant to the provisions of Section 20c of the Interstate Commerce Act and assigned Recordation No. 6481; and

WHEREAS, The Kansas City Southern Railway Company, pursuant to Article 6 of the Conditional Sale Agreement, desires to change the numbers of certain units of the Equipment.

NOW, THEREFORE, WITNESSETH:

Chemical Bank, as Agent, hereby consents to the change of the numbers of such units of Equipment in accordance with the statement of new numbers to be substituted therefor, as follows:

STATEMENT OF NEW NUMBERS

<u>Original Numbers</u>	<u>New Numbers</u>
1532	4352
1533	4353
1534	4354
1535	4355
1536	4356
1537	4357
1538	4358
1539	4359
1540	4360
1541	4361

ATTEST:

*C. J. M. [Signature]*  
Assistant Secretary

CHEMICAL BANK

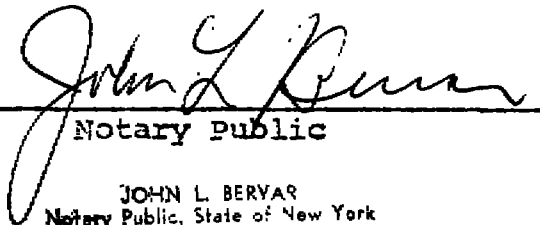
By

*[Signature]*  
Vice President

STATE OF NEW YORK     ]  
                              ] ss.  
COUNTY OF NEW YORK    ]

On this 12<sup>th</sup> day of August, 1975, before me personally appeared R.G. PINTARD to me personally known who, being by me duly sworn, says that he is a Vice President of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

  
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Notary Public  
JOHN L. BERVAR  
Notary Public, State of New York  
No. 41-5303890  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1978